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UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA

DON GALLARDO, Derivatively on Behalf of  
Nominal Defendant INTUIT INC.,

Plaintiff,

vs.

STEPHEN M. BENNETT, GREGORY J.  
SANTORA, SCOTT D. COOK, RAYMOND J.  
STERN, RICHARD W. IHRIE, LORRIE M.  
NORRINGTON, ROBERT B. HENSKE,  
JAMES J. HEEGER, ERIC C.W. DUNN,  
CHRISTOPHER W. BRODY, MICHAEL R.  
HALLMAN, DONNA DUBINSKY,  
WILLIAM V. CAMPBELL, L. JOHN  
DOERR and DENNIS POWELL,

Defendants,

and

INTUIT INC.

Nominal Defendant.

Case No. C-06-3864 JF (PVT)

STIPULATION AND [PROPOSED]  
ORDER CONSOLIDATING  
CASES & SCHEDULE FOR  
FILING OF CONSOLIDATED  
COMPLAINT

Caption continued on next page

1 BETH AMADO, Derivatively on Behalf of  
2 Nominal Defendant INTUIT INC.,

3 Plaintiff,

4 vs.

5 STEPHEN M. BENNETT, GREGORY J.  
6 SANTORA, SCOTT D. COOK, RAYMOND J.  
7 STERN, RICHARD W. IHRIE, LORRIE M.  
8 NORRINGTON, ROBERT B. HENSKE,  
9 JAMES J. HEEGER, ERIC C.W. DUNN,  
10 CHRISTOPHER W. BRODY, MICHAEL R.  
11 HALLMAN, DONNA DUBINSKY,  
12 WILLIAM V. CAMPBELL, L. JOHN  
13 DOERR and DENNIS POWELL,

10 Defendants,

11 and

12 INTUIT INC.

13 Nominal Defendant.

Case No. C-06-4344 JF (PVT)

14  
15 WHEREAS, the Plaintiffs in the above-captioned actions filed complaints alleging  
16 similar claims against the same Defendants;

17 WHEREAS, the above-captioned actions arise out of the same transactions and  
18 occurrences and involve the same or substantially similar issues of law and fact; and, therefore,  
19 should be consolidated for all purposes under Federal Rule of Civil Procedure 42(a).

20 IT IS STIPULATED AND AGREED by Plaintiffs and Defendants, through their  
21 respective counsel of record, as follows:

22  
23 **I. CONSOLIDATION OF ACTIONS**

24  
25 1. The above-captioned actions are consolidated for all purposes under the following  
26 caption, and shall be assigned the case number from the first-filed action.

27  
28 STIPULATION & [PROPOSED] ORDER CONSOLIDATING CASES & SCHEDULE FOR FILING OF  
CONS COMPLAINT

2. The caption of these consolidated actions shall be "*In re Intuit, Inc. Derivative Litigation*" and the files of these consolidated actions shall be maintained in one file under Master File No. C-06-3864 JF (PVT) Any other actions now pending or later filed in this Court which arise out of or are related to the same facts as alleged in the above-identified cases shall be consolidated for all purposes, if and when they are brought to the Court's attention.

3. Every pleading filed in the consolidated actions, or in any separate action included herein, shall bear the following caption:

In re INTUIT, INC. DERIVATIVE	}	Master File No. C-06-3864 JF (PVT)
LITIGATION		
_____		

4. When a pleading is intended to be applicable to all actions governed by this Order, the words "All Actions" shall appear immediately after the words "This Document Relates To:" in the caption set out above. When a pleading is intended to be applicable to only some, but not all, of the consolidated actions, this Court's docket number for each individual action to which the pleading is intended to be applicable and the abbreviated case name of said action shall appear immediately after the words "This Document Relates To:" in the caption described above.

5. A Master Docket and a Master File hereby are established for the above consolidated proceedings and for all other related cases filed in or transferred to this Court. Separate dockets shall continue to be maintained for each of the individual actions hereby consolidated, and entries shall be made in the docket of each individual case in accordance with the regular procedures of the clerk of this Court, except as modified by this Order.

6. When a pleading is filed and the caption shows that it is applicable to "All Actions," the clerk shall file such pleading in the Master File and note such filing on the Master Docket. No further copies need be filed, and no other docket entries need be made.

7. When a pleading is filed and the caption shows that it is to be applicable to fewer than all of the consolidated actions, the clerk will file such pleading in the Master File only but shall docket such filing on the Master Docket and the docket of each applicable action.

8. When a case which properly belongs as part of *In re Intuit, Inc. Derivative Litigation* is filed in this Court or transferred to this Court from another court and assigned to Judge Fogel, the clerk of this Court shall:

(a) Place a copy of this Order in the separate file for such action;  
 (b) Mail to the attorneys for the plaintiff(s) in the newly-filed or transferred case a copy of this Order and direct that this Order be served upon or mailed to any new defendant(s) or their counsel in the newly-filed or transferred case; and

(c) Make an appropriate entry on the Master Docket. This Court requests the assistance of counsel in calling to the attention of the clerk of this Court the filing or transfer of any case which properly might be consolidated as part of *In re Intuit, Inc. Derivative Litigation*.

## II. SCHEDULE


9. Plaintiffs shall have 45 days from the entry of this Order to file and serve a Consolidated Complaint which will supersede all existing complaints filed in these actions. Defendants need not respond to any of the pre-existing complaints. Service, pursuant to Rule 4 of the Federal Rules of Civil Procedure, of any of the pre-existing complaints on any of the Defendants, or their counsel, shall constitute sufficient service on that defendant. Service shall be effected with respect to any Defendant named in any of the consolidated actions by serving the Consolidated Complaint on that Defendant's counsel.

10. Each Defendant shall answer or otherwise respond to the Consolidated Complaint no later than 45 days from the date of service. In the event that Defendants file and serve any motion directed at the Consolidated Complaint, Plaintiffs shall file and serve their opposition

1 within 45 days after the service of Defendants' motion. If Defendants file and serve a reply to  
2 Plaintiffs' opposition, they will do so within 15 days after service of the opposition.

3 DATED: August 8, 2006

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BIRKHAUSER, LLP**

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10 [Proposed] Liaison Counsel for Plaintiffs

11 DATED: August 8, 2006

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[Proposed] Lead Counsel for Plaintiffs

18 DATED: August 8, 2006

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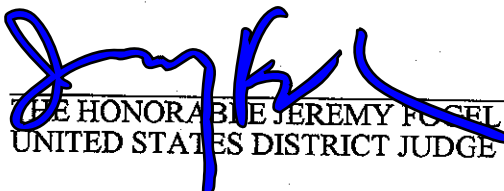
25 Counsel for Defendants Bennett, Brody,  
26 Campbell, Cook, Doerr, Dubinsky, Hallman,  
27 Powell, Ihrie, Henske and Nominal Defendant  
Intuit Inc.

28 \* \* \*

**ORDER**

PURSUANT TO STIPULATION, IT IS SO ORDERED.

DATED: 8/9/06

  
THE HONORABLE JEREMY FOGEL  
UNITED STATES DISTRICT JUDGE